

07-23-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2001)

RECORDATION FC

TRADEMA



U.S. DEPARTMENT OF COMMERCE  
Trademark Office

102164462

Tab settings => =>

OFFICE OF PUBLIC AFFAIRS  
7-17-02

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party  
RLT Acquisition, Inc.

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-California  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies)  
Name: Arcade Planet, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 4430 Willow Road  
City: Pleasanton State: CA Zip: 94588

Additional name(s) of conveying party(ies) attached?  Yes  No

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-California \_\_\_\_\_  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Execution Dates: October 13, 1999

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s) 1910240, 1958852, 2041990, 2040630, 2040632, 2040631, 2057418

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Perkins Coie, LLP  
 Internal Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

6. Total number of applications and registrations involved 7

7. Total fee (37 CFR 3.41) ..... \$190  
 Enclosed  
 Authorized to be charged to deposit amount

Street Address: 101 Jefferson Drive  
01 FC:481  
02 FC:482  
40.00 CH  
150.00 CH  
 City: Menlo Park State: CA Zip: 94025

8. Deposit account number:  
502207  
 (Attach duplicate copy of this page if paying by deposit account)

07/23/2002  
 TBIAZ1 00000028 502207 1910240

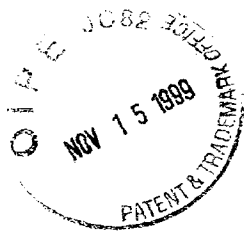
DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document*  
YANO ROBINSTEIN      [Signature]      7-17-02  
 Name of Person Signing      Signature      Date

Total number of pages including cover sheet, attachments, and documents:

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademark, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 002546 FRAME: 0911



00532718

ENDORSED - FILED  
IN THE OFFICE OF THE  
SECRETARY OF STATE  
OF THE STATE OF CALIFORNIA

OCT 13 1999

WILL JONES, SECRETARY OF STATE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RLT ACQUISITION, INC.**

Norman Petermeier certifies that:

1. He is the President and Secretary of RLT Acquisition, Inc., a California corporation.
2. The Articles of Incorporation of the corporation, as amended to the date of the filing of this certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the California Corporations Code), are amended and restated to read in their entirety as set forth in the Amended and Restated Articles of Incorporation attached as Exhibit "A" hereto and made a part hereof by this reference.
3. The amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto have been duly approved by the board of directors of the corporation.
4. The amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto have been duly approved by the required vote of the shareholders of the corporation in accordance with Sections 902 and 903 of the California Corporations Code. The corporation has one class of stock, and the number of outstanding shares is 13,330,833 shares of Common Stock. The number of shares voting in favor of the amendments to the Articles of Incorporation included in the Amended and Restated Articles of Incorporation set forth in Exhibit "A" attached hereto equaled or exceeded the vote required. The percentage vote required was more than 50% of the outstanding shares of Common Stock.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: October 4, 1999

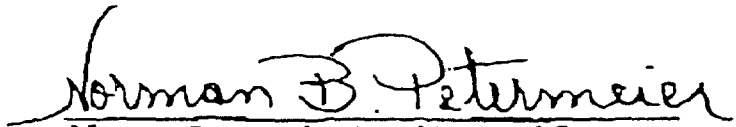
  
Norman Petermeier, President and Secretary

EXHIBIT "A"  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ARCADE PLANET, INC.

ARTICLE I

NAME

The name of the corporation is Arcade Planet, Inc.

ARTICLE II

PURPOSES

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

STOCK

The corporation is authorized to issue one class of shares designated "Common Stock". The number of shares of Common Stock authorized to be issued is 20,000,000.

ARTICLE IV

DIRECTORS' LIABILITY AND INDEMNIFICATION OF AGENTS

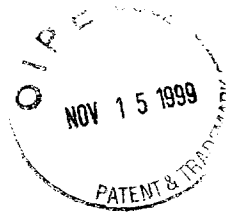
The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, in excess of the

indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to the corporation and its shareholders.

Any amendment, repeal or modification of any provision of this Article IV shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such amendment, repeal or modification.





SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 15 1999

*Bill Jones*

Secretary of State

